

# Exhibit 1

MILLENNIUM ELECTRONICS INC

BUSINESS CHECKING ACCOUNT 1566967

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OTHER DEBITS -----  
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DESCRIPTION	DATE	AMOUNT
WIRE/OUT-200717000210;BNF XINRUILIAN SCIENCE AND TECHNOLOGY C;OBI SWIFT CODE: FC	06/19	852.60
WIRE/OUT-200717000212;BNF PROSUN COMPONENT CORP.;OBI SWIFT CODE: FCBKTWTP155	06/19	4,200.00
WIRE/OUT-200717000216;BNF METAGROUP TECHNOLOGY INC;OBI SWIFT CODE#: HNBKHKHH	06/19	5,280.00
WIRE/OUT-200717000218;BNF ADDA CORPORATION;OBI SWIFT CODE: TPBKTWTP600	06/19	5,340.00
WIRE/OUT-200717000214;BNF NTK TECHNOLOGIES (HK) LIMITED;OBI SWIFT CODE: NYCBHKHH	06/19	8,127.60
WIRE/OUT-200717000202;BNF JAMES E LORO	06/19	8,140.41
WIRE/OUT-200717000220;BNF FIRST ELECTRONIC PARTS CO LTD;OBI SWIFT CODE: CZNBRKSE	06/19	9,826.60
WIRE/OUT-200717000221;BNF POWER STAR ELECTRONICS CO LTD;OBI SWIFT CODE: ABOCCNB	06/19	17,000.00
WIRE/OUT-200717000224;BNF JAMES E LORO	06/19	136,396.75
WIRE/OUT-200717100234;BNF WILEY ENGINEERING LLC.	06/20	6,025.38
ADP TX/FINCL SVC ADP - TAX EGSHL 061925A01	06/20	13,724.71
ADP TX/FINCL SVC ADP - TAX 360011527098SHL	06/20	19,137.52
WIRE/OUT-200717100201;BNF HELMS-MAN INDUSTRIAL CO LTD;OBI SWIFT CODE#: HASEHKHH	06/20	20,984.73
WIRE/OUT-200717200010;BNF AMPLE TOP INTERNATIONAL LIMITED;OBI SWIFT CODE: SCSBTW	06/21	427.68
WIRE/OUT-200717200012;BNF MALICO INC.;OBI SWIFT CODE: SCSBTWTP054	06/21	3,000.00
ADP PAYROLL FEES ADP - FEES 13SHL 4573199	06/27	55.51
ANALYSIS CHARGE	06/29	180.62

DAILY BALANCE

DATE	BALANCE	DATE	BALANCE	DATE	BALANCE
06/01	104,135.91	06/12	433,929.44	06/21	146,621.73
06/04	140,494.36	06/13	438,924.57	06/22	138,100.41
06/05	127,200.96	06/14	475,611.21	06/25	169,102.45
06/06	92,592.58	06/15	474,401.78	06/26	165,856.63
06/07	88,530.84	06/18	340,701.54	06/27	206,875.46
06/08	86,892.98	06/19	144,238.84	06/28	218,942.62
06/11	80,123.36	06/20	147,492.71	06/29	218,762.00

MILLENNIUM ELECTRONICS INC

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DESCRIPTION	DATE	AMOUNT
WIRE/OUT-200721400306;BNF FUJIKURA AMERICA INC.;OBI SWIFT CODE: PNBPU33	08/02	15,840.00
AMERICAN EXPRESS COLLECTION 5048547053	08/03	5.95
WIRE/OUT-200721500044;BNF JAMES E LORO	08/03	2,000.00
WIRE/OUT-200721500043;BNF WILEY ENGINEERING LLC.	08/03	3,000.00
ADP TX/FINCL SVC ADP - TAX EGSHL 080331A01	08/06	4,918.54
ADP TX/FINCL SVC ADP - TAX 54401153552SHL	08/06	17,918.66
WIRE/OUT-200722000193;BNF SAMPRO INDUSTRY CO LTD.;OBI SWIFT CODE: CTCBHKHH	08/08	76,533.25
WIRE/OUT-200722100181;BNF FUJIKURA AMERICA INC.;OBI SWIFT CODE: PNBPU33	08/09	52,668.00
WIRE/OUT-200722500232;BNF EVERMODULE TECHNOLOGY CORP.;OBI SWIFT CODE: LBOTTWTP11	08/13	111,283.20
ADP PAYROLL FEES ADP - FEES 13SHL 6414894	08/15	57.96
ADP TX/FINCL SVC ADP - TAX EGSHL 081633A01	08/20	4,902.76
ADP TX/FINCL SVC ADP - TAX 533007662132SHL	08/20	17,382.19
WIRE/OUT-200723300218;BNF WILEY ENGINEERING LLC.	08/21	3,519.40
WIRE/OUT-200723300223;BNF DELPHI TAIWAN LTD;OBI SWIFT CODE: CITITWTX	08/21	5,000.00
WIRE/OUT-200723300230;BNF METAGROUP TECHNOLOGY INC;OBI SWIFT CODE#: HNBKHKHH	08/21	5,612.88
WIRE/OUT-200723300222;BNF ACT-RX TECHNOLOGY CORP.;OBI SWIFT CODE#: SINOTWTP	08/21	6,596.80
WIRE/OUT-200723300235;BNF XINRUILIAN SCIENCE AND TECHNOLOGY C;OBI SWIFT CODE: FC	08/21	8,114.20
WIRE/OUT-200723300232;BNF FIRST ELECTRONIC PARTS CO LTD;OBI SWIFT CODE: CZNBRSE	08/21	8,776.80
WIRE/OUT-200723300228;BNF NTK TECHNOLOGIES (HK) LIMITED;OBI SWIFT CODE: NYCBHKHH	08/21	17,737.97
WIRE/OUT-200723300226;BNF POWER STAR ELECTRONICS CO LTD;OBI SWIFT CODE: ABOCCNBJ	08/21	34,000.00
WIRE/OUT-200723300220;BNF EVERMODULE TECHNOLOGY CORP.;OBI SWIFT CODE: LBOTTWTP11	08/21	62,078.40
WIRE/OUT-200723300216;BNF JAMES E LORO	08/21	200,000.00
ADP PAYROLL FEES ADP - FEES 13SHL 6998877	08/29	53.87
WIRE/OUT-200724100034;BNF P AND H INTERNATIONAL;OBI SWIFT CODE#: BKCHHKHHXX	08/29	760.00
WIRE/OUT-200724100032;BNF ACT-RX TECHNOLOGY CORP.;OBI SWIFT CODE#: SINOTWTP	08/29	7,638.40
WIRE/OUT-200724100033;BNF JAMES E LORO	08/29	202,885.16
WIRE/OUT-200724200264;BNF METAGROUP TECHNOLOGY INC;OBI SWIFT CODE#: HNBKHKHH	08/30	42,735.00

\* \* \* C O N T I N U E D \* \* \*

MILLENNIUM ELECTRONICS INC

BUSINESS CHECKING ACCOUNT 1566967

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----- OTHER DEBITS -----

DESCRIPTION	DATE	AMOUNT
ADP PAYROLL FEES ADP - FEES 13SHL 2341446	10/24	52.22
WIRE/OUT-200730200029;BNF PERALTA INVESTMENT GROUP LLC	10/29	200,000.00

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----- DAILY BALANCE -----

DATE.....	BALANCE	DATE.....	BALANCE	DATE.....	BALANCE
10/02	274,893.27	10/11	441,823.23	10/23	418,608.20
10/03	337,268.12	10/12	604,666.03	10/24	408,821.46
10/04	357,082.88	10/15	542,502.66	10/25	441,298.81
10/05	361,165.68	10/18	456,615.49	10/26	440,603.81
10/09	399,703.34	10/19	427,080.88	10/29	239,503.81
10/10	399,708.34	10/22	422,754.07	10/31	246,682.81

MILLENNIUM ELECTRONICS INC

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BUSINESS CHECKING ACCOUNT 1566967

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- - - - - OTHER CREDITS - - - - -

DESCRIPTION	DATE	AMOUNT
WIRE/IN-200732300037;ORG HON HAI PRECISION IND. CO. , LTD.;OBI 0018293-IN LESS C	11/19	42,180.00
WIRE/IN-200732400282;ORG FLEXTRONICS LATINAMERICA;REF WIRE TRANSFER	11/20	17,017.17
WIRE/IN-200732500078;ORG ATI TECHNOLOGIES ULC;OBI /INV/0018295-IN;REF TT IBD4808	11/21	4,382.00
LOAN ADVANCE	11/23	20,600.00
LOAN ADVANCE	11/28	8,071.20

- - - - - CHECKS - - - - -

CHECK #..DATE.....AMOUNT	CHECK #..DATE.....AMOUNT	CHECK #..DATE.....AMOUNT
*11/21 1,391.25	6947 11/21 630.21	6958 11/23 33.58
*11/23 198.00	6948 11/21 97.01	6959 11/21 88.68
6913*11/20 675.18	6949 11/23 400.00	6960 11/19 4,973.49
6930*11/26 100.00	6950 11/26 42.00	6961*11/21 190.84
6936*11/02 180.00	6951 11/20 333.40	6963 11/21 520.00
6942 11/23 3,168.05	6952 11/20 73.53	6964 11/26 100.00
6943 11/21 68.19	6953 11/27 50.00	6965 11/19 9,550.00
6944 11/20 85.14	6954 11/23 162.38	6966 11/20 194.06
6945 11/23 3,743.62	6955 11/20 299.40	6967 11/20 614.16
6946 11/21 1,497.29	6956*11/19 10.47	

(\*) INDICATES A GAP IN CHECK NUMBER SEQUENCE

- - - - - OTHER DEBITS - - - - -

DESCRIPTION	DATE	AMOUNT
HRTLAND PMT SYS MC/V DISC 650000000528904	11/01	30.00
WIRE/OUT-200730500339;BNF PI GROUP LLC	11/01	100,000.00
ADP TX/FINCL SVC ADP - TAX EGSHL 110244A01	11/05	1,164.58
ADP TX/FINCL SVC ADP - TAX 355013616093SHL	11/05	4,681.19
AMERICAN EXPRESS COLLECTION 5048547053	11/06	5.95
WIRE/OUT-200731200039;BNF NTK TECHNOLOGIES (HK) LIMITED;OBI SWIFT CODE: NYCBHKHH	11/08	2,938.49
WIRE/OUT-200731200041;BNF WEM TECHNOLOGY INC.;OBI SWIFT CODE: SINOTWTP	11/08	3,480.00
WIRE/OUT-200731200038;BNF PROSUN COMPONENT CORP.;OBI SWIFT CODE: FCBKTWTP155	11/08	4,200.00
WIRE/OUT-200731200036;BNF DELPHI TAIWAN LTD;OBI SWIFT CODE: CITITWTX	11/08	8,268.00
WIRE/OUT-200731200035;BNF FIRST ELECTRONIC PARTS CO LTD;OBI SWIFT CODE: CZNBKRS	11/08	8,706.00
WIRE/OUT-200731200040;BNF ACT-RX TECHNOLOGY CORP.;OBI SWIFT CODE#: SINOTWTP	11/08	14,122.40
WIRE/OUT-200731200037;BNF SAMPRO INDUSTRY CO LTD.;OBI SWIFT CODE: CTCBHKHH	11/08	40,641.03

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MILLENNIUM ELECTRONICS INC

BUSINESS CHECKING ACCOUNT 1566967

OTHER DEBITS

DESCRIPTION	DATE	AMOUNT
WIRE/OUT-200731200042;BNF PI GROUP LLC	11/08	100,000.00
ADP PAYROLL FEES ADP - FEES 13SHL 3202361	11/15	50.57
ADP TX/FINCL SVC ADP - TAX EGSHL 112047A01	11/21	178.70
ADP TX/FINCL SVC ADP - TAX 417507525008SHL	11/21	5,759.71
WIRE/OUT-200732700234;BNF PERALTA INVESTMENT GROUP	11/23	100,000.00
WIRE/OUT-200733100035;BNF SAMPRO INDUSTRY CO LTD.;OBI SWIFT	11/27	56,073.39
CODE: CTCBHKHH		
WIRE/OUT-200733100034;BNF PI GROUP LLC	11/27	100,000.00
ADP PAYROLL FEES ADP - FEES 13SHL 3753704	11/28	50.57
ANALYSIS CHARGE	11/30	199.64

DAILY BALANCE

DATE	BALANCE	DATE	BALANCE	DATE	BALANCE
11/01	148,827.21	11/09	134,537.14	11/21	301,955.25
11/02	205,367.50	11/13	134,542.14	11/23	214,849.62
11/05	199,521.73	11/15	134,491.57	11/26	214,607.62
11/06	199,515.78	11/16	260,753.39	11/27	58,484.23
11/07	216,701.76	11/19	293,252.83	11/28	66,504.86
11/08	34,345.84	11/20	307,995.13	11/30	66,305.22

MILLENNIUM ELECTRONICS INC

BUSINESS CHECKING ACCOUNT 1566967

OTHER DEBITS

DESCRIPTION	DATE	AMOUNT
HRTLAND PMT SYS MC/V DISC 650000000528904	12/03	30.00
AMERICAN EXPRESS COLLECTION 5048547053	12/04	5.95
ADP TX/FINCL SVC ADP - TAX EGSHL 120549A01	12/05	188.08
ADP TX/FINCL SVC ADP - TAX 653012493676SHL	12/05	6,079.16
ADP PAYROLL FEES ADP - FEES 13SHL 4260861	12/12	53.02
ADP TX/FINCL SVC ADP - TAX EGSHL 122051A01	12/20	161.60
ADP TX/FINCL SVC ADP - TAX 315005881913SHL	12/20	5,179.20
WIRE/OUT-200735500306;BNF PI GROUP LLC	12/21	200,000.00
WIRE/OUT-200736000032;BNF NTK TECHNOLOGIES (HK) LIMITED;OBI	12/26	3,174.45
SWIFT CODE: NYCBHKHH		
WIRE/OUT-200736000030;BNF ACT-RX TECHNOLOGY CORP.;OBI SWIFT	12/26	7,620.00
CODE#: SINOTWTP		
WIRE/OUT-200736000031;BNF FIRST ELECTRONIC PARTS CO LTD;OBI	12/26	7,686.40
SWIFT CODE: CZNBRKSE		
WIRE/OUT-200736000034;BNF SIMPLO TECHNOLOGY CO LTD;OBI SWIFT	12/26	42,486.00
CODE: SINOTWTP		
WIRE/OUT-200736000033;BNF SAMPRO INDUSTRY CO LTD.;OBI SWIFT	12/26	58,859.01
CODE: CTCBHKHH		
ADP PAYROLL FEES ADP - FEES 13SHL 4864727	12/27	48.12
ANALYSIS CHARGE	12/31	124.56

DAILY BALANCE

DATE	BALANCE	DATE	BALANCE	DATE	BALANCE
12/03	66,275.22	12/13	119,203.47	12/21	151,952.77
12/04	73,664.63	12/14	118,611.02	12/26	32,126.91
12/05	66,971.09	12/17	103,120.72	12/27	34,389.39
12/10	61,371.09	12/18	327,607.53	12/28	34,093.94
12/11	60,260.89	12/19	325,419.43	12/31	33,869.38
12/12	60,207.87	12/20	320,078.63		

HERITAGE BANK OF COMMERCE  
18625 SUTTER BOULEVARD  
MORGAN HILL CA 95037-2862

015 00031 01  
ACCOUNT:

PAGE: 2  
1566967 02/29/2008

## MILLENNIUM ELECTRONICS INC

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## BUSINESS CHECKING ACCOUNT 1566967

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## - - - - - OTHER DEBITS - - - - -

DESCRIPTION	DATE	AMOUNT
HRTLAND PMT SYS MC/V DISC 650000000528904	02/01	80.00
AMERICAN EXPRESS COLLECTION 5048547053	02/04	5.95
WIRE/OUT-200803800246;BNF STRATEGIC FINANCIALS , LLC	02/07	4,372.50
WIRE/OUT-200803800243;BNF PI GROUP LLC	02/07	21,031.33
ADP TX/FINCL SVC ADP - TAX EGSHL 022007A01	02/22	4,507.96
WIRE/OUT-200805600294;BNF FLASH ELECTRONICS (SUZHOU) CO	02/25	8,863.80
LTD;OBI SWITF CODE: PCBC		
ADP PAYROLL FEES ADP - FEES 13SHL 8165365	02/27	39.32
ANALYSIS CHARGE	02/29	217.07

## - - - - - DAILY BALANCE - - - - -

DATE.....	BALANCE	DATE.....	BALANCE	DATE.....	BALANCE
02/01	38,100.91	02/08	1,412.30	02/25	1,110.48
02/04	36,951.73	02/11	1,195.48	02/27	1,071.16
02/05	34,390.43	02/20	10,059.28	02/29	854.09
02/06	21,817.02	02/21	9,959.28		
2/07	16,944.82	02/22	5,451.32		



# Exhibit 2

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Attorney for Plaintiff EVERFLOW  
TECHNOLOGY CORPORATION

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA**

EVERFLOW TECHNOLOGY CORPORATION,  
incorporated under the laws of the Republic of  
China (Taiwan),

Plaintiff,

vs.

MILLENIUUM ELECTRONICS, INC., a  
California corporation; LOROCO SALES  
INCORPORATED, a California corporation;  
JAMEL ENTERPRISES, LLC, a California  
limited liability company; JAMEL  
ENTERPRISES, a California limited liability  
company dba MILLENIUUM ADVANCED  
SOLUTIONS; PERALTA INVESTMENT  
GROUP, LLC, form unknown; JAMES E.  
LORO, MELVA LORO, and NADENE LORO  
SNAPP.

Defendants.

**Case No.: C07-05795-JF (HRL)**

**FIRST AMENDED COMPLAINT FOR  
BREACH OF CONTRACT, COMMON  
COUNTS, FRAUD, ALTER EGO,  
UNFAIR COMPETITION, AND  
FRAUDULENT TRANSFER**

**Jurisdiction, Venue and Parties**

1. Jurisdiction is based upon diversity of citizenship under 28 U.S.C. § 1332 in that Plaintiff EVERFLOW TECHNOLOGY CORPORATION is a business entity incorporated under the laws of the Republic of China (Taiwan), having its principal place of business in the Republic of China (Taiwan), and the matter in controversy exceeds, exclusive of interest and costs, the sum of \$75,000.00 (seventy five thousand dollars). Venue is proper in this Court and in the San Jose Division pursuant to 28 U.S.C. § 1391(a)(1) in that the Defendants MILLENIUM ELECTRONICS, INC., is a California corporation with its principal place of business in the city of San Jose or Morgan Hill. LOROCO SALES INCORPORATED is a dissolved California corporation whose principal place of business was in the city of San Jose, California. JAMEL ENTERPRISES, LLC, is a California limited liability corporation with its principal place of business in the city of Morgan Hill, California. JAMEL ENTERPRISES, LLC, dba MILLENIUM ADVANCED SOLUTIONS, has its principal place of business in Morgan Hill, California. PERALTA INVESTMENT GROUP, LLC, business form unknown, appears to have its principal place of business in Morgan Hill, California. JAMES E. LORO, MELVA LORO, and NADENE LORO SNAPP are, on information and belief, each residents of Santa Clara County, California.

### Intradistrict Assignment

2. This action should be assigned to the San Jose Division of this Court because a substantial part of the events or omissions which give rise to this claim occurred in Santa Clara County.

## Parties

3. Plaintiff EVERFLOW TECHNOLOGY CORPORATION (hereinafter “EVERFLOW” and “Plaintiff”) has been, and now is, extensively engaged in the specialized business of manufacturing miniature cooling fans. These fans are largely used by large computer manufacturers who, in turn, incorporate them into their computers which are then sold retail. EVERFLOW’s fans

1 are found in computer equipment sold, for example, by Sony, Samsung, Fujitsu, Hewlett Packard,  
2 AMD, and other well known brands.

3 4. Defendant MILLENIUM ELECTRONICS, INC. (hereinafter "MEI" and "Defendant"),  
4 markets cooling systems directly to computer companies for incorporation into the individual  
5 personal computer designs of those companies. MEI purchased EVERFLOW's fans for use as part  
6 of MEI's cooling systems which MEI sold to computer manufacturers for incorporation into the final  
7 assembly of personal computers units destined for sale to the public. MEI was and is a closely held  
8 corporation owned and controlled by JAMES LORO and MELVA LORO during all times relevant  
9 herein.

10 5. Defendant LOROCO SALES INCORPORATED (hereinafter "LOROCO") was  
11 dissolved since this litigation was filed. LOROCO was a wholly owned subsidiary of MEI, and  
12 acted as its sales arm.

13 6. Defendant JAMEL ENTERPRISES, LLC, (hereinafter "JAMEL"), is comprised of  
14 members JAMES LORO, MELVA LORO, and NADENE LORO SNAPP, has been used as an  
15 investment vehicle and, since approximately July 2007 through the fictitious business name  
16 "Millenium Advanced Solutions," an entity to continue in the same business mold as MEI. Like  
17 MEI, Millenium Advanced Solutions markets cooling systems directly to computer companies for  
18 incorporation into the individual personal computer designs of those companies.

19 7. Defendant PERALTA INVESTMENT GROUP, LLC (hereinafter "PERALTA") is, on  
20 information and belief, an entity of unknown structure wholly owned and controlled by JAMES  
21 LORO and MELVA LORO during the time relevant herein.

22 8. Defendant JAMES E. LORO (hereinafter "J. LORO") was at all times relevant hereto  
23 the Chief Executive Officer and Chief Financial Officer of MEI and LOROCO, one of two  
24 shareholders of MEI, is the registered agent and, on information and belief, a member of JAMEL,  
25 and has check signing privileges on behalf of PERALTA. On information and belief, J. LORO is the  
26 husband of MELVA LORO.

1           9. Defendant MELVA LORO (hereinafter "M. LORO") was at all times relevant hereto  
2 the corporate Secretary of MEI and LOROCO, one of two shareholders of MEI, has been until July  
3 2007 a member of JAMEL, and has check signing privileges on behalf of PERALTA.

4           10. Defendant NADENE LORO SNAPP (hereinafter "N. LORO") is, since approximately  
5 July 2007, a member of JAMEL. On information and belief, N. LORO is the daughter of J. LORO  
6 and M. LORO.

7                           **Claim 1 - Breach of Contract (Common Law)**  
8

9           11. Since January 2005, at the special request of MEI, and in consideration of MEI's  
10 promise to pay the purchase price as evidenced by purchase orders and invoices, EVERFLOW has  
11 shipped and delivered the fans and related equipment described on the attached Exhibit A.

12           12. EVERFLOW fully and in all things performed its part of the agreement described in  
13 paragraph 4, in that on the various dates as reflected in Exhibit A, EVERFLOW delivered the goods  
14 to MEI in the time and manner and at the place required by the agreement.

15           13. Immediately following each delivery, EVERFLOW delivered in the regular course of  
16 business an invoice to MEI in the various amounts as detailed in Exhibit A.

17           14. In violation of its promises and obligations under the agreement described in paragraph  
18 4, MEI wrongfully fails and refuses to make payment due for the goods. The total dollar value of  
19 invoiced products for which MEI has not paid and owes is \$2,040,562.96.  
20

21                           **Claim 2 - Common Count – Book Account (Common Law)**  
22

23           15. EVERFLOW incorporates herein the allegations of the preceding paragraphs.

24           16. MEI became indebted to EVERFLOW within the last four years in the sum of  
25 \$2,040,562.96 for goods, wares, and merchandise sold and delivered to MEI at its special instance  
26 and request and for which MEI agreed to pay the above sum. A copy of this account is attached as  
27 Exhibit A and made a part hereof.  
28

1 17. Neither the whole nor any part of the above sum has been paid although a demand  
2 therefore has been made, and there is now due, owing, and unpaid the sum of \$2,040,562.96, with  
3 interest thereon at the legal rate of 10% per annum from the date of each invoice identified on  
4 Exhibit A, the earliest of which is dated January 7, 2005.

5 18. Plaintiff has incurred attorney's fees in connection with this matter, in an amount to  
6 be determined at trial, which fees Plaintiff is entitled to recover from Defendant pursuant to Civil  
7 Code Section 1717.5.

8 **Claim 3 - Common Count – Account Stated (Common Law)**  
9

10 19. EVERFLOW incorporates herein the allegations of the preceding paragraphs.

11 20. At various times EVERFLOW personnel provided to MEI an account stated in  
12 writing by and between EVERFLOW and MEI, and on or about October 17, 2007 such statement  
13 provided to MEI showed a balance of \$2,040,562.96 as due. MEI at various times has agreed that it  
14 is indebted to Plaintiff. A copy of the account is attached hereto as Exhibit A and made a part  
15 hereof. Although demanded by Plaintiff from Defendant, neither all nor any part of the agreed  
16 balance has been paid.

17 21. There is now due, owing, and unpaid the sum of \$2,040,562.96, with interest thereon  
18 at the legal rate of 10% per annum from the date of each invoice identified on Exhibit A, the earliest  
19 of which is dated January 7, 2005.  
20

21 **Claim 4 - Common Count – For Work, Labor And Materials (Common Law)**  
22

23 22. EVERFLOW incorporates herein the allegations of the preceding paragraphs.

24 23. Within the last four years, Defendant became indebted to Plaintiff in the agreed sum  
25 of \$2,040,562.96 for services and materials provided by Plaintiff at the special request of Defendant.

26 24. Plaintiff has repeatedly demanded payment from Defendant. The last demand, for the  
27 then accumulated sum owing of \$2,040,562.96, was made on October 17, 2007.  
28

1           25.     There is now due, owing, and unpaid the sum of \$2,040,562.96, with interest thereon  
2 at the legal rate of 10% per annum from the date of each invoice identified on Exhibit A, the earliest  
3 of which is dated January 7, 2005.

4                           **Claim 5 – Fraud (MEI and J. LORO)**

5           26.     EVERFLOW incorporates herein the allegations of the preceding paragraphs.

6           27.     Since January 2005, MEI promised to pay the EVERFLOW purchase price, as  
7 evidenced by purchase orders and invoices, for goods Plaintiff delivered at the request of MEI.

8           28.     In addition, MEI's accounting department sent EVERFLOW an email on July 10, 2007,  
9 that stated: "I will send payment on 07/20 for \$123,970," and a further email on July 18, 2007, that  
10 stated: "We are scheduled to send a payment on Friday, 07/20 for \$123,970." No such payment was  
11 made. Further, in response to numerous EVERFLOW emails beginning in July, 2007, when MEI  
12 owed \$1,108,180, MEI and J. LORO continually made assurances of a "payment plan" that never  
13 materialized. For instance, on July 27, 2007, J. LORO, President /CEO of MEI, stated: "MEI to  
14 provide an additional payment plan with 30-60 in addition to this proposal." And again, on  
15 September 25, 2007, J. LORO wrote: "Please wait until tomorrow and I will provide payment  
16 details." In fact, MEI never provided a "plan" to retire its outstanding debts.

17           29.     At the time MEI and J. LORO made these promises to pay EVERFLOW and provide a  
18 plan for payment to EVERFLOW, MEI and J. LORO had no intention of performing them.

19           30.     MEI made these promises with the intent to induce the plaintiff to ship the ordered  
20 goods and delay an action to collect payment.

21           31.     The plaintiff, at the time this promise was made and at the time the plaintiff took the  
22 actions herein alleged, was ignorant of the secret intention of MEI not to perform and the plaintiff  
23 could not, in the exercise of reasonable diligence, have discovered MEI's secret intention. In  
24 reliance on MEI and J. LORO's promise, the plaintiff shipped the goods at the request of MEI and  
25 forbore bringing this claim. If the plaintiff had known of MEI's actual intention not to pay for the  
26 goods shipped and received, the plaintiff would not have shipped the goods as requested by MEI and  
27 J. LORO, and would have earlier filed this claim before MEI's assets were drained by the co-  
28 defendants.

1 32. MEI failed to abide by its promise and refused to pay the amount owed according to  
2 the terms of the contracts.

3 33. MEI continually promised EVERFLOW imminent payment during 2007, and a  
4 payment plan description, when it lacked any reasonable grounds for believing these  
5 misrepresentations to be true. In fact, as described below, it was using this time to empty the  
6 company of assets.

7 34. Further, during June and August, 2007, at the same time MEI was informing  
8 EVERFLOW that it had no money, MEI instructed its bank to wire out to an account of "James  
9 Loro" sums totaling in excess of \$580,000. Between October 29, 2007, and February 7, 2008, MEI  
10 instructed its bank to wire out to an account of PERALTA sums totaling in excess of \$820,000.  
11 PERALTA is an entity neither registered with the California Secretary of State nor identified as a  
12 fictitious business name. On information and belief, these wire transfers by MEI to J. LORO and  
13 PERALTA were gratuitous.

14 35. On information and belief, J. LORO and M. LORO, with the acquiescence and  
15 assistance of N. LORO, systematically sought to transfer MEI's funds and assets to other entities  
16 they owned and controlled so as to avoid paying this and other lawful debts.

17 36. As a result of the MEI's fraudulent acts, Plaintiff has been damaged. There is now  
18 due, owing, and unpaid the sum of \$2,040,562.96, with interest thereon at the legal rate of 10% per  
19 annum from the date of each invoice identified on Exhibit A, the earliest of which is dated January 7,  
20 2005.

21 **Claim 6 – Fraud – Count Two (MEI, JAMEL, PERALTA, J. LORO, M. LORO, N. LORO)**

22 37. EVERFLOW incorporates herein the allegations of the preceding paragraphs.

23 38. On information and belief, J. LORO and M. LORO, with the acquiescence and  
24 assistance of N. LORO, systematically sought to transfer MEI's funds and assets to other entities  
25 they owned and controlled, as described herein, so as to avoid paying MEI's debt to EVERFLOW  
26 and other lawful debts.

27 39. The aforementioned acts of defendants, and each of them, were malicious, willful,  
28 fraudulent, and oppressive. EVERFLOW is therefore entitled to punitive damages.



**Claim 7 – Alter Ego**

40. EVERFLOW incorporates herein the allegations of the preceding paragraphs.

41. J. LORO and M. LORO are the sole shareholders, officers, and directors of MEI and LOROCO.

42. There exists, and at all times herein mentioned there existed, a unity of interest, ownership, and control between defendants J. LORO and M. LORO and defendants MEI and LOROCO, such that any individuality and separateness between defendants J. LORO and M. LORO and defendants MEI and LOROCO, have ceased, and defendants MEI and LOROCO are the alter egos of defendants J. LORO and M. LORO.

43. On information and belief, there exists, and at all times herein mentioned there existed, a unity of interest, ownership, and control between defendants J. LORO, M. LORO and N. LORO, and defendants JAMEL and PERALTA, such that any individuality and separateness between defendants J. LORO, M. LORO and N. LORO, and defendants JAMEL and PERALTA, have ceased, and defendants JAMEL and PERALTA are the alter egos of defendants J. LORO, M. LORO and N. LORO.

44. Adherence to the fiction of the separate existence of the defendants MEI, LOROCO, JAMEL and PERALTA, as entities distinct from defendants J. LORO, M. LORO and N. LORO would permit an abuse of the corporate privilege and would sanction fraud and promote injustice in that:

45. MEI and J. LORO and M. LORO have commingled funds and other assets of MEI and LOROCO, JAMEL and PERALTA, and, on information and belief, have diverted corporate funds or assets to other than corporate uses;

46. J. LORO and M. LORO, as individuals, have treated the assets of MEI and LOROCO as their own;

47. MEI, LOROCO and JAMEL have used the same offices and business locations and, on information and belief, have employed the same employees;

1 48. J. LORO and M. LORO have failed to adequately capitalize MEI, and there is now a  
2 total absence of corporate assets and under-capitalization of MEI; and LOROCO is dissolved;

3 49. J. LORO, M. LORO, and N. LORO have used MEI and JAMEL dba Millennium  
4 Advanced Solutions as mere shells, instrumentalities, or conduits for a single venture of J. LORO,  
5 M. LORO, and N. LORO;

6 50. By using JAMEL dba Millennium Advanced Solutions, a name confusingly similar to  
7 MEI, J. LORO, M. LORO, and N. LORO have concealed and misrepresented the identity of the  
8 responsible ownership, management, and financial interest of JAMEL dba Millennium Advanced  
9 Solutions, and concealed from creditors MEI's assets, and their personal assets .

10 51. J. LORO and M. LORO have diverted assets from MEI, to the detriment of the  
11 creditors, and, on information and belief, manipulated assets and liabilities between entities so as to  
12 concentrate the assets in JAMEL and PERALTA and the liabilities in MEI. On information and  
13 belief, N. LORO acquiesced and assisted in this diversion.

14 **Claim 8 – Unfair Competition (Bus. & Prof. Code § 17200)**

15  
16 52. EVERFLOW incorporates herein the allegations of the preceding paragraphs.

17 53. MEI's false promises to pay, and the shifting of funds and assets out of MEI  
18 constitute an unfair business practice in violation of Business and Professions Code Section 17200.

19 54. As a proximate result of MEI's false promises to pay, EVERFLOW agreed to ship its  
20 product for which it has yet to receive payment. The looting of MEI has left MEI bereft of assets  
21 upon which to attach and execute.

22 **Claim 9 – Fraudulent Transfer (Civil Code § 3439.05)**

23  
24 55. EVERFLOW incorporates herein the allegations of the preceding paragraphs.

25 56. On the dates on which MEI wired out funds to J. LORO and PERALTA as described  
26 above, MEI was insolvent as defined by Civil Code section 3439.02(a) in that the total of MEI's  
27 outstanding, matured debt obligations had, for several months, far exceeded its assets.  
28

1           57. In making these transfers, MEI, on information and belief, had the actual intent to  
2 hinder, delay, or defraud EVERFLOW from collecting on its lawful debts.

3                           **Claim 10 – Conspiracy (Civil Code § 3439.05)**  
4

5           58. EVERFLOW incorporates herein the allegations of the preceding paragraphs.

6           59. As alleged above, between June 2007 and February 2008, defendants MEI, J.  
7 LORO, and PERALTA agreed, and knowingly and willfully conspired between themselves to  
8 hinder, delay and defraud in the collection of EVERFLOW's claim against MEI.

9           60. Under this conspiracy, MEI, J. LORO, and PERALTA agreed that MEI would wire  
10 out MEI's bank account funds to J. LORO and PERALTA so that those funds would not be available  
11 to creditors of MEI.

12           61. MEI, J. LORO, and PERALTA did the acts and things herein alleged pursuant to, and  
13 in furtherance of, the conspiracy and agreement alleged above.

14           62. As a proximate result of the wrongful acts herein alleged, EVERFLOW has been  
15 damaged in that MEI was emptied of assets to attach and eventually levy against.

16           63. At all times mentioned herein, MEI, J. LORO, and PERALTA knew of  
17 EVERFLOW's claim against MEI and knew that EVERFLOW's claim could only be satisfied,  
18 albeit partially, out of the funds MEI transferred. Notwithstanding this knowledge, MEI, J. LORO,  
19 and PERALTA intentionally, willfully, fraudulently, and maliciously did the things herein alleged to  
20 defraud and oppress EVERFLOW. EVERFLOW is therefore entitled to exemplary or punitive  
21 damages.  
22

23 **WHEREFORE**, EVERFLOW demands:

- 24 a. For damages in the sum of \$2,040,562.96;  
25 b. For costs of suit herein incurred;  
26 c. For prejudgment interest at the rate of 10% per annum;  
27 d. For punitive damages;  
28

1 e. That the wire transfers from Millennium Electronics, Inc., to James Loro and Peralta  
2 Investment Group, LLC, made between June 2007 and August 2008, be set aside; and for the  
3 recovery of all interests and profits derived from such transfers, as ill-gotten gains.

4 f. That James Loro and Peralta Investment Group, LLC, and their representatives, attorneys,  
5 servants, and agents, be enjoined and restrained from further disposing or dissipating any of the  
6 funds wired to them from MEI between June 2007 and August 2008.

7 g. For attorney fees pursuant to applicable California law, including, but not limited to, Civil  
8 Code section 1717.5; and

9 h. For such other and further relief as the court may deem proper.

10  
11 Dated: August 26, 2008

MARK FANG ATTORNEY AT LAW, APC

12  
13 By: \_\_\_\_\_  
14 Mark Fang, Esq., Attorney for Plaintiff Everflow Technology  
15 Corporation  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

# Exhibit 3

1 Mark R. Figueiredo, Esq. (State Bar No. 178850)  
2 Matthew J. Jensen, Esq. (State Bar No. 238197)  
3 STRUCTURE LAW GROUP, LLP  
4 1754 Technology Drive, Suite 135  
5 San Jose, California 95110  
6 (408) 441-7500  
7 (408) 228-8787 fax  
8 mrf@structurelaw.com  
9 mjensen@structurelaw.com

10 Attorneys for Defendant  
11 MILLENNIUM ELECTRONICS, INC.

12  
13 UNITED STATES DISTRICT COURT  
14 NORTHERN DISTRICT OF CALIFORNIA  
15 SAN JOSE DIVISION  
16

17 EVERFLOW TECHNOLOGY  
18 CORPORATION, incorporated under the  
19 laws of the Republic of China (Taiwan),

20 Plaintiff,

21 v.

22 MILLENNIUM ELECTRONICS, INC., a  
23 California corporation,

24 Defendant.

Case No. C07-05795 JF

25 **DEFENDANT'S RESPONSES TO**  
26 **PLAINTIFF'S INTERROGATORIES**

27 **PROPOUNDING PARTY:** Plaintiff EVERFLOW TECHNOLOGY  
28 CORPORATION

**RESPONDING PARTY:** Defendant MILLENNIUM ELECTRONICS, INC.

**SET NO.:** ONE

Pursuant to Federal Rule of Civil Procedure Rule 33(b), defendant Millennium Electronics, Inc. ("Defendant") responds to plaintiff Everflow Technology Corporation's ("Plaintiff") Interrogatories as follows:

1 Defendant responds as follows:

2 Pursuant to F.R.C.P. Rule 33(d), Defendant refers Propounding Party to the following  
3 documents: CD # 1 produced by Defendant on 3/13/08 as part of its initial disclosures,  
4 "everflow" email files and "hon hai" email files; CD # 2 produced by Defendant on 3/13/08 as  
5 part of its initial disclosures, "celestica hk" email files and "pc partners" email files;  
6 CD # 3 produced by Defendant on 3/13/08 as part of its initial disclosures, Accounting Emails  
7 folder, "Everflow" email files.

8 See also Exhibit A of Plaintiff's complaint and Exhibit A of the Declaration of James  
9 Loro in Opposition to Plaintiff's Application for Order of Writ of Attachment.

10 **Interrogatory No. 64:**

11 IDENTIFY every WITNESS who has knowledge CONCERNING YOUR allegation in  
12 the DECLARATION OF JAMES LORO IN OPPOSITION TO PLAINTIFF'S  
13 APPLICATION FOR ORDER OF WRIT OF ATTACHMENT that "Everflow is making  
14 claims for product that was never shipped."

15 **Response to Interrogatory No. 64:**

16 Mike Callaghan, Strategic Financials

17 mike@strategicfinancials.com

18 Pursuant to F.R.C.P. Rule 33(d), Defendant refers Plaintiff to the following document:  
19 CD # 3 produced by Defendant on 3/13/08 as part of its initial disclosures, "List of Witnesses"  
20 folder.  
21

22 **Interrogatory No. 65:**

23 To whom did you sell goods YOU obtained from Plaintiff since 2004?

24 **Response to Interrogatory No. 65:**

25 Defendant objects to this interrogatory on the ground that is vague and ambiguous.  
26 Without waiving the foregoing objection, the Defendant responds as follows:

27 Celestica, PC Partners, Hon Hai (Foxconn), and Universal Scientific (USI).  
28



# State of California

## Secretary of State

### STATEMENT OF INFORMATION (Limited Liability Company)

Filing Fee \$20.00. If amendment, see instructions.

#### IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. LIMITED LIABILITY COMPANY NAME (Please do not alter if name is preprinted.)

200309210049  
JAMEL ENTERPRISES LIMITED LIABILITY  
COMPANY  
671 EAST BROKAW ROAD  
SAN JOSE CA 95112

FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF  
THE STATE OF CALIFORNIA

FEB 20 2007

This Space For Filing Use Only

**DUE DATE: 02/28/2007**

#### FILE NUMBER AND STATE OR PLACE OF ORGANIZATION

2. SECRETARY OF STATE FILE NUMBER

200309210049

3. STATE OR PLACE OF ORGANIZATION

CA

#### NO CHANGE STATEMENT

☐ If there has been no change in any of the information contained in the last Statement of Information filed with the Secretary of State, check the box and proceed to Item 13.

If there have been any changes to the information contained in the last Statement of Information filed, or no Statement of Information has been previously filed, this form must be completed in its entirety.

#### COMPLETE ADDRESSES FOR THE FOLLOWING (Do not abbreviate the name of the city. Items 4 and 5 cannot be P.O. Boxes.)

4. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE

90 Great Oaks Blvd. Suite 107

CITY AND STATE

San Jose CA

ZIP CODE

95119

5. CALIFORNIA OFFICE WHERE RECORDS ARE MAINTAINED (DOMESTIC ONLY)

90 Great Oaks Blvd. Suite 107

CITY

San Jose CA

STATE

CA

ZIP CODE

95119

#### NAME AND COMPLETE ADDRESS OF THE CHIEF EXECUTIVE OFFICER, IF ANY

6. NAME

James Loro

ADDRESS

90 Great Oaks Blvd Suite 107

CITY AND STATE

San Jose CA

ZIP CODE

95119

#### NAME AND COMPLETE ADDRESS OF ANY MANAGER OR MANAGERS, OR IF NONE HAVE BEEN APPOINTED OR ELECTED, PROVIDE THE NAME AND ADDRESS OF EACH MEMBER (Attach additional pages, if necessary.)

7. NAME

Melva Loro

ADDRESS

90 Great Oaks Blvd Suite 107

CITY AND STATE

San Jose CA

ZIP CODE

95119

8. NAME

ADDRESS

CITY AND STATE

ZIP CODE

9. NAME

ADDRESS

CITY AND STATE

ZIP CODE

#### AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and Item 11 must be completed with a California address. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 11 must be left blank.)

10. NAME OF AGENT FOR SERVICE OF PROCESS

James Loro

11. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL

15440 Grey Avenue

San Martin

CITY

CA 95046

STATE

CA

ZIP CODE

95046

#### TYPE OF BUSINESS

12. DESCRIBE THE TYPE OF BUSINESS OF THE LIMITED LIABILITY COMPANY

INVESTMENT

13. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.

Nadine Loro

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

Nadine Loro

SIGNATURE

Operations Mgr 1/11/07

TITLE

DATE



## Document Details

If you need to view or purchase a copy of this filing, please see staff at counters S, T, U, V or W for assistance.

**Certificate Number:** 333468  
**Filing Date:** 04/ 09/ 1997  
**Filing Type:** F Fictitious Business Name  
**Expiration Date:** 04/ 09/ 2002  
**Original FBN#:** 246588  
**Abandoned Date:** NA  
**Abandoned FBN #:** NA  
**Proof of Publication on File:** NO

**Business Name(s):**

MEI INTERNATIONAL

**Owner Name(s):**

MILLENNIUM ELECTRONICS, INC

Withdrawn

FBN File#

[Related FBN](#)

5-2

# Exhibit 6

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MILLENNIUM ELECTRONICS, INC.  
CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2005

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TABLE OF CONTENTS

	<u>Page</u>
Accountant's report	2
Consolidated balance sheet	3
Consolidated statement of income (loss) and retained earnings (deficit)	4
Consolidated statement of cash flows	5
Notes to financial statements	6 - 10

Exh 6-1

*Nichols, Rick & Company*  
CERTIFIED PUBLIC ACCOUNTANTS

**MILLENNIUM ELECTRONICS, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2005**

**1. Summary of Significant Accounting Policies:**

The consolidated financial statements include the accounts of Millennium Electronics, Inc. (the Company) and its wholly owned subsidiary Loroco Sales, Inc. All material inter-company transactions have been eliminated. Millennium Electronics, Inc. is a closely held corporation organized in December 1991 under the laws of the State of California for the purpose of conducting business as a distributor of computer hardware components throughout North America. Loroco Sales, Inc. was incorporated in October 1984 under the laws of the state of California for the purpose of conducting business throughout North America as a sales representative.

Depreciation expense is computed using the straight-line method over the estimated useful lives of the respective assets, with a range from three to five years. Depreciation expense charged to operations for the year ended December 31, 2005 was \$53,816.

Accounts receivable are written off when they are deemed uncollectible. This method is not in accordance with generally accepted accounting principles, however, the Company's experience with collections, combined with a historical bad debt rate of less than 1% of sales, indicates that the direct write off method approximates the allowance method.

Inventory consists primarily of product available for sale and is stated at the lower of cost or market, with cost being determined using a first in, first out method.

The Company expenses all advertising costs, including direct mail and response advertising, as they are incurred. Advertising costs charged to operations for the year ended December 31, 2005 totaled \$13,384.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

**2. Equipment and Improvements:**

Consists of the following at cost:

Equipment and furniture	\$ 401.583
Vehicle	<u>8.786</u>
	<u>\$ 410.369</u>

6-2

# Exhibit 7



# State of California Secretary of State

S

## STATEMENT OF INFORMATION (Domestic Stock Corporation)

E-352359

FILED

In the office of the Secretary of State  
of the State of California

Jan - 11 2007

FEES (Filing and Disclosure): \$25.00. If amendment, see instructions.

IMPORTANT - READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. CORPORATE NAME (Please do not alter if name is preprinted.)

C1289329

LOROCO SALES INCORPORATED

99 GREAT OAKS BOULEVARD SUITE 107  
SAN JOSE, CA 95119

This Space For Filing Use Only

## CALIFORNIA CORPORATE DISCLOSURE ACT (Corporations Code section 1502.1)

A publicly traded corporation must file with the Secretary of State a Corporate Disclosure Statement (Form SI-PT) annually, within 150 days after the end of its fiscal year. Please see reverse for additional information regarding publicly traded corporations.

## COMPLETE ADDRESSES FOR THE FOLLOWING (Do not abbreviate the name of the city. Items 2 and 3 cannot be P.O. Boxes.)

2. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE

CITY AND STATE

ZIP CODE

99 GREAT OAKS BOULEVARD SUITE 107 SAN JOSE, CA 95119

3. STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY

CITY

STATE

ZIP CODE

99 GREAT OAKS BOULEVARD SUITE 107 SAN JOSE, CA 95119

## NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS (The corporation must have these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

4. CHIEF EXECUTIVE OFFICER/

ADDRESS

CITY AND STATE

ZIP CODE

MES EUGENE LORO 90 GREAT OAKS BOULEVARD SUITE 107 SAN JOSE, CA 95119

5. SECRETARY/

ADDRESS

CITY AND STATE

ZIP CODE

MELVA LORO 90 GREAT OAKS BOULEVARD SUITE 107 SAN JOSE, CA 95119

6. CHIEF FINANCIAL OFFICER/

ADDRESS

CITY AND STATE

ZIP CODE

JAMES EUGENE LORO 90 GREAT OAKS BOULEVARD SUITE 107 SAN JOSE, CA 95119

## NAMES AND COMPLETE ADDRESSES OF ALL DIRECTORS, INCLUDING DIRECTORS WHO ARE ALSO OFFICERS (The corporation must have at least one director. Attach additional pages, if necessary.)

7. NAME ADDRESS CITY AND STATE ZIP CODE

JAMES EUGENE LORO 90 GREAT OAKS BOULEVARD SUITE 107 SAN JOSE, CA 95119

8. NAME ADDRESS CITY AND STATE ZIP CODE

9. NAME ADDRESS CITY AND STATE ZIP CODE

10. NUMBER OF VACANCIES ON THE BOARD OF DIRECTIONS, IF ANY:

## AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and Item 12 must be completed with a California address. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 12 must be left blank.)

11. NAME OF AGENT FOR SERVICE OF PROCESS

JAMES EUGENE LORO

12. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL

CITY

STATE

ZIP CODE

15440 CAREY AVENUE SAN MARTIN, CA 95046

## TYPE OF BUSINESS

13. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION

MANUFACTURER REPRESENTATIVE

BY SUBMITTING THIS STATEMENT OF INFORMATION TO THE SECRETARY OF STATE, THE CORPORATION CERTIFIES THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT

NADENE ELIZABETH LORO

OPERATIONS MANAGER

01/11/2007

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

SIGNATURE

TITLE

DATE

S-200 (REV 03/2005)

APPROVED BY SECRETARY OF STATE

7-1

# Exhibit 8



# State of California Secretary of State

S 06-569369 11

60

## STATEMENT OF INFORMATION (Domestic Stock Corporation)

FEES (Filing and Disclosure): \$25.00. If amendment, see instructions.

**IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM****1. CORPORATE NAME** (Please do not alter if name is preprinted.)

C1813481  
MILLENNIUM ELECTRONICS, INC.  
671 EAST BROKAW RD  
SAN JOSE CA 95112

Address  
changed



534-000

RECEIVED  
10/31/06

**FILED**  
in the office of the Secretary of State  
of the State of California

DEC 26 2006

**DUE DATE: 12-31-06****CALIFORNIA CORPORATE DISCLOSURE ACT** (Corporations Code section 1502.1)

A publicly traded corporation must file with the Secretary of State a Corporate Disclosure Statement (Form SI-PT) annually, within 150 days after the end of its fiscal year. Please see reverse for additional information regarding publicly traded corporations.

**NO CHANGE STATEMENT**

2. ☒ If there has been no change in any of the information contained in the last Statement of Information filed with the Secretary of State, check the box and proceed to Item 15.

If there have been any changes to the information contained in the last Statement of Information filed with the Secretary of State, or no statement has been previously filed, this form must be completed in its entirety.

**COMPLETE ADDRESSES FOR THE FOLLOWING** (Do not abbreviate the name of the city. Items 3 and 4 cannot be P.O. Boxes.)

3. STREET ADDRESS	CITY AND STATE	ZIP CODE
1500 CALIFORNIA BUSINESS OFFICE IN CALIFORNIA, IF ANY	CITY STATE CA	ZIP CODE

**NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS** (The corporation must have these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

5. CHIEF EXECUTIVE OFFICER/	ADDRESS	CITY AND STATE	ZIP CODE
6. SECRETARY/	ADDRESS	CITY AND STATE	ZIP CODE
7. CHIEF FINANCIAL OFFICER/	ADDRESS	CITY AND STATE	ZIP CODE

**NAMES AND COMPLETE ADDRESSES OF ALL DIRECTORS, INCLUDING DIRECTORS WHO ARE ALSO OFFICERS** (The corporation must have at least one director. Attach additional pages, if necessary.)

8. NAME	ADDRESS	CITY AND STATE	ZIP CODE
9. NAME	ADDRESS	CITY AND STATE	ZIP CODE
10. NAME	ADDRESS	CITY AND STATE	ZIP CODE

**11. NUMBER OF VACANCIES ON THE BOARD OF DIRECTORS, IF ANY****AGENT FOR SERVICE OF PROCESS** (If the agent is an individual, the agent must reside in California and Item 13 must be completed with a California address. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 13 must be left blank.)

12. NAME OF AGENT FOR SERVICE OF PROCESS	13. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL	CITY	STATE	ZIP CODE
			CA	

**TYPE OF BUSINESS**

14. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION

BY SUBMITTING THIS STATEMENT OF INFORMATION TO THE SECRETARY OF STATE, THE CORPORATION CERTIFIES THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.

Madine Lora  
TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

Madine Lora  
SIGNATURE

Operations Manager  
TITLE

10/31/06  
DATE

Exh 8-1





# State of California Secretary of State

61

## STATEMENT OF INFORMATION (Domestic Stock Corporation)

**FEES (Filing and Disclosure): \$25.00. If amendment, see instructions.**

**IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM**

**1. CORPORATE NAME** (Please do not alter if name is preprinted.)

Milennium Electronics, Inc.  
Corporate Number: C1613481

**FILED**  
in the office of the Secretary of State  
of the State of California

JUL 06 2007

This Space For Filing Use Only

**DUE DATE:**

**CALIFORNIA CORPORATE DISCLOSURE ACT (Corporations Code section 1802.1)**

A publicly traded corporation must file with the Secretary of State a Corporate Disclosure Statement (Form SI-PT) annually, within 160 days after the end of its fiscal year. Please see reverse for additional information regarding publicly traded corporations.

**COMPLETE ADDRESSES FOR THE FOLLOWING** (Do not abbreviate the name of the city. Items 2 and 3 cannot be P.O. Boxes.)

2. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE	CITY AND STATE	ZIP CODE
90 Great Oaks Blvd., Suite 170	San Jose, CA	95119

STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY	CITY	STATE	ZIP CODE
90 Great Oaks Blvd., Suite 170	San Jose	CA	95119

**NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS** (The corporation must have these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

4. CHIEF EXECUTIVE OFFICER	ADDRESS	CITY AND STATE	ZIP CODE
James E. Loro	90 Great Oaks Blvd., Suite 170	San Jose, CA	95119

5. SECRETARY	ADDRESS	CITY AND STATE	ZIP CODE
Melva Loro	90 Great Oaks Blvd., Suite 170	San Jose, CA	95119

6. CHIEF FINANCIAL OFFICER	ADDRESS	CITY AND STATE	ZIP CODE
James E. Loro	90 Great Oaks Blvd., Suite 170	San Jose	95119

**NAMES AND COMPLETE ADDRESSES OF ALL DIRECTORS, INCLUDING DIRECTORS WHO ARE ALSO OFFICERS** (The corporation must have at least one director. Attach additional pages, if necessary.)

7. NAME	ADDRESS	CITY AND STATE	ZIP CODE
James E. Loro	90 Great Oaks Blvd., Suite 170	San Jose, CA	95119

8. NAME	ADDRESS	CITY AND STATE	ZIP CODE
Melva Loro	90 Great Oaks Blvd., Suite 170	San Jose, CA	95119

9. NAME	ADDRESS	CITY AND STATE	ZIP CODE

**10. NUMBER OF VACANCIES ON THE BOARD OF DIRECTORS, IF ANY:** 0

**AGENT FOR SERVICE OF PROCESS** (If the agent is an individual, the agent must reside in California and Item 12 must be completed with a California address. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1808 and Item 12 must be left blank.)

**11. NAME OF AGENT FOR SERVICE OF PROCESS**  
GKL Corporate/Search, Inc.

C1673485

12. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL	CITY	STATE	ZIP CODE
		CA	

**TYPE OF BUSINESS**

**13. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION**  
Electronics

BY SUBMITTING THIS STATEMENT OF INFORMATION TO THE SECRETARY OF STATE, THE CORPORATION CERTIFIES THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.

Jim Loro

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

SIGNATURE

President

TITLE

DATE

7/3/07

# Exhibit 9

DDA Credits - 12/04/2007

WARNING: Do not copy this document without the written permission of the copyright owner.

PAID TO THE ORDER OF  
Bridge Bank of Louisiana  
FOR DEPOSIT ONLY  
ALL OTHERS RETURN TO  
CASH ON HAND

THE FOLLOWING ACCOUNTS HAVE BEEN OPENED AT BRIDGE BANK OF LOUISIANA:

1856 73270

BRIDGE BANK OF LOUISIANA  
1000 PINE STREET, SUITE 100  
NEW ORLEANS, LOUISIANA 70112

FOR DEPOSIT ONLY  
ALL OTHERS RETURN TO  
CASH ON HAND

0100050530  
21211422674  
NEW ORLEANS, LA  
720426200

OT COM  
J068, CA

Transit - 12/04/2007

[illegible]

Transit - 12/04/2007

PAVED THE GROUND FOR  
Hedge Fund of Commerce  
FOR DEPOSIT ONLY  
MILLENBURN, ALABAMA, MO.  
484-1111  
DO156697

1836 73292

13-b 07

0100050940  
X12134287<  
111134287<  
J2042007 SAR

OF COM.  
JOSE, CA

Transit - 12/04/2007

HERITAGE BANK OF COMMERCE  
100 American Blvd., San Jose, CA 95128  
San Jose 95128

DATE 2-25-08

FEB 25 2008

MILLENNIUM ELECTRONICS CORPORATION

CURRENCY \*  
COIN

11-428912104300  
6204747980

4522.96

TOTAL \$ 4522.96

11211422871 0015669671 0000452296

061 24673

0900697661  
11211422871  
HERITAGE BANK OF COM.  
02252008 SAN JOSE, CA

DDA Credits - 02/25/2008

DDA Credits - 02/25/2008

PERALTA INVESTMENT GROUP, LLC  
305 VINEYARD TOWN CT. 143  
MORGAN HILL, CA 95037-5674

DATE 2-25-08

1005

PAY TO THE ORDER OF MILLENNIUM ELECTRONICS INC \$ 4522.96

Four thousand five hundred twenty two and 96/100 DOLLARS

6441

0000001005 11211422871 6299147980 0000452296

0900697662  
11211422871  
HERITAGE BANK OF COM.  
02252008 SAN JOSE, CA

061 24792

HERITAGE BANK OF COMMERCE  
100 AMERICAN BLVD.  
SAN JOSE, CA 95128  
SAN JOSE, CA 95128  
001566967

Transit - 02/25/2008

Transit - 02/25/2008

Exh. 9-2

# Exhibit 10

<b>MARK FANG, ESQ.</b> <b>MARK FANG, APC</b> <b>215 E. DAILY DR., STE. 9 CAMARILLO, CA 93010</b>  TELEPHONE NO.: (805) 383-2788 FAX NO. (Optional): (805) 388-9488 E-MAIL ADDRESS (Optional):					FOR COURT USE ONLY
<b>USDC - NORTHERN DISTRICT - SAN JOSE</b> STREET ADDRESS: 280 S. FIRST STREET, #2112 MAILING ADDRESS: CITY AND ZIP CODE: SAN JOSE, CA 95113-3008 BRANCH NAME: NORTHERN DISTRICT - SAN JOSE					
PLAINTIFF (name each): <b>EVERFLOW TECHNOLOGY CORPORATION</b> DEFENDANT (name each): <b>MILLENNIUM ELECTRONICS, INC.</b>					
<b>PROOF OF SERVICE</b>					CASE NUMBER: <b>C 07-05795 (HRLx)</b>
HEARING DATE:		DAY:	TIME:	DEPT.:	Ref No. or File No.:

AT THE TIME OF SERVICE I WAS AT LEAST 18 YEARS OF AGE AND NOT A PARTY TO THIS ACTION, AND I SERVED COPIES OF THE:

Amended Subpoena In A Civil Case

PARTY SERVED: COUNTY BANK, INC.

PERSON SERVED: STEPHANIE SANCIBRIAN - AUTHORIZED TO ACCEPT

DATE & TIME OF DELIVERY: August 22, 2008  
02:00 pm

ADDRESS, CITY, AND STATE: 550 W. MAIN STREET  
MERCED, CA 95340  
(BUSINESS)

MANNER OF SERVICE:

Personal Service - By Personally delivering copies.

Fee for Service: 115.00

County: Merced

Registration No.: 30

Janney and Janney Attorney

Service

801 S. Victoria

Ventura, CA 93003

(805) 650-9077

I declare under penalty of perjury under the laws of the State of California that the foregoing information contained in the return of service and statement of service fees is true and correct and that this declaration was executed on August 27, 2008.

Signature: \_\_\_\_\_

Ted Dietz

PROOF OF SERVICE

# Exhibit 11

READ INSTRUCTIONS ON REVER

File Number: **497444**

No. of Pages: 1

**A MAILING NAME AND ADDRESS (OPTIONAL):**

NAME Structure Law Group, LLP

ADDRESS 1754 Technology Drive, Suite 135

CITY/STATE/ZIP San Jose, CA 95110

FORM MUST BE TYPED OR LEGIBLY COMPLETED USING BLACK INK ONLY.



File Date: 7/26/2007

Expires: 7/26/2012

Fee Total: 37.35

Clerk ID: 015

**REGINA ALCOMENDRAS, County Clerk-Recorder**  
**SANTA CLARA COUNTY CLERK-RECORDER'S OFFICE**

**FICTITIOUS BUSINESS NAME STATEMENT - THE FOLLOWING PERSON(S) IS (ARE) DOING BUSINESS AS:**

1. Fictitious Business Name(s) (Please number additional names; use an ADDENDUM form if additional room is required)  
Millennium Advanced Solutions

2. Street Address of Principal Place of Business in California - (P.O. Box, PMB NOT acceptable):  
305 Vineyard Town Center #391 City Morgan Hill State CA Zip 95037

3. Full Name of Registrant/Owner  
Jamel Enterprises Limited Liability Company Full Name of Registrant/Owner  
 Residence Address (P.O. Box or PMB not acceptable)  
305 Vineyard Town Center #391  
 City Morgan Hill State CA Zip 95037  
 (If a CORP, LLC, LLP, or LP, enter the State where registered)  
California

4. This business is conducted by: (PLEASE CHECK ONE BOX ONLY from ONE GROUP. THE REMAINING GROUP WILL NOT HAVE A BOX CHECKED)  
 GROUP ONE: ☐ individual ☐ husband & wife ☐ general partnership ☐ copartners ☐ joint venture ☐ business trust  
☐ an unincorporated association other than a partnership ☐ OTHER (specify) \_\_\_\_\_  
 OR  
 GROUP TWO: ☐ corporation ☒ limited liability company ☐ limited liability partnership ☐ limited partnership

5. Registrant began transacting business under the fictitious business name(s) listed above ☐ on (date): \_\_\_\_\_  
 or: ☒ has not yet begun

6. This filing is a: ☒ First Filing (Publication Required) ☐ Raffle within 40 days of expiration with no changes from the previous filing  
☐ Raffle with changes (Publication Required) ☐ Raffle after 40 days of expiration date (Publication Required)

CURRENT / PREVIOUS FILE NUMBER \_\_\_\_\_ (REQUIRED for a raffle or renewal)

I DECLARE THAT ALL INFORMATION IN THIS STATEMENT IS TRUE AND CORRECT.  
 (A registrant who declares as true information which he or she knows to be false is guilty of a crime.)

7A. GROUP ONE REGISTRANT sign below.  
 Signed X \_\_\_\_\_  
 Print Full Name \_\_\_\_\_

7B. GROUP TWO REGISTRANT (CORPORATION, LLC, LLP, or LP)  
 An officer must sign and complete the below information  
 Entry Name Jamel Enterprises Limited Liability Company  
 Officer Signature X [Signature]  
 Print Name and Title James Loro, Manager  
 ARTICLE CERTIFICATION/REGISTRATION # from the Secretary of State's Office 200309210049

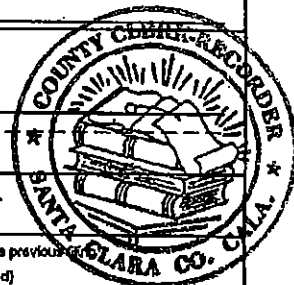
THIS STATEMENT WAS FILED WITH THE COUNTY CLERK-RECORDER OF SANTA CLARA COUNTY ON THE DATE INDICATED ON THE FILING LABEL ABOVE.

NOTICE - This Fictitious Business Name Statement expires five years from the date it was filed in the Office of the County Clerk-Recorder. A new Fictitious Business Name Statement must be filed before that time.

The filing of this statement does not of itself authorize the use in this state of a fictitious business name in violation of the rights of another under federal, state or common law. (see Section 14411 et seq., Business and Professions Code)

I hereby certify that this copy is a correct copy of the original Fictitious Business Name Statement on file in my office.

Regina Alcomendras, County Clerk-Recorder  
 By [Signature] Deputy  
 B. WOPRUCHI



#37.35

Exh 11



# Exhibit 12

MARK FANG  
ATTORNEY AT LAW  
A Professional Corporation

Los Angeles County Office:  
215 North Marengo Avenue  
Third Floor  
Pasadena, CA 91101  
Phone: (626) 304-9972  
Facsimile: (626) 628-3011  
E-Mail: [MFang@MarkFangAPC.com](mailto:MFang@MarkFangAPC.com)

Ventura County Office:  
215 E. Daily Drive  
Suite 9  
Camarillo, CA 93010  
Phone: (805) 383-2788  
Facsimile: (805) 388-9488  
E-Mail: [MFang@MarkFangAPC.com](mailto:MFang@MarkFangAPC.com)

Please Reply To :

Ventura County Office

*Via Facsimile & U.S. Mail*

August 27, 2008

Kevin R. Martin, Esq.  
Randick O'Dea & Tooliatos, LLP  
5000 Hopyard Road, Suite 400  
Pleasanton, California 94588

RE: Everflow Technology Corporation v. Millenium Electronics, Inc.  
U.S. District Court, Northern District of California, San Jose Division  
Case No.: C07 05795-JF  
Motion for Order Quashing Subpoena re County Bank, and  
Motion for Order Quashing Subpoena re Heritage Bank of Commerce

Dear Mr. Martin:

This office is in receipt of your clients' two motions to Quash records relating to Millennium Electronics, Inc. ("MEI") sought from County Bank, Inc., and from Heritage Bank of Commerce.

At the outset we acknowledge that these subpoenas were not originally served with the proper notice on your clients. This was an oversight on our part which we regret. However, in the meantime, and prior to the release of any of your clients' records, we re-served the subpoenas with the appropriate notice and with extended production dates. This has effectively cured the notice issue. It is unfortunate that you did not simply telephone us about this issue and thereby save yourself the effort of preparing the two motions.

As for your clients' objections relating to privacy and confidentiality, please know that my client is willing to enter into a confidentiality agreement so as to protect your clients' private information. If you have language for such an agreement, please forward it at your earliest convenience.

Based on the MEI records we have so far discovered, we have today forwarded to Mr. Mark Figueriedo, Esq., a proposed First Amended Complaint to add as defendants James Loro,

Sxh 12

Kevin R. Martin, Esq.

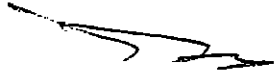
Page 2

August 27, 2008

Melva Loro, Nadene Loro Snapp, Jamel Enterprises, LLC, Loroco Sales, Inc., and Peralta Investment Group, LLC. I enclose a copy for your review. In light of the expanded scope of the litigation, and in particular the alter ego and fraudulent transfer allegations, the subpoenaed bank records have become even more pertinent. If after review of the First Amended Complaint you still feel otherwise, we invite your prompt response. Otherwise, please confirm by Monday that you will be withdrawing the two motions.

Sincerely,

MARK FANG, ATTORNEY AT LAW

A handwritten signature in black ink, appearing to read 'Mark Fang', with a stylized flourish at the end.

Mark Fang, Esq.

Enc.